

**IN THE UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF PUERTO RICO**

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In re: PROMESA  
Title III  
THE FINANCIAL OVERSIGHT AND  
MANAGEMENT BOARD FOR PUERTO RICO, No. 17 BK 3283-LTS  
as representative of (Jointly Administered)  
THE COMMONWEALTH OF PUERTO RICO, *et al.*  
Debtors.<sup>1</sup>

-----X  
In re: PROMESA  
Title III  
THE FINANCIAL OVERSIGHT AND  
MANAGEMENT BOARD FOR PUERTO RICO, No. 17 BK 3566-LTS  
as representative of (Jointly Administered)  
THE EMPLOYEES RETIREMENT SYSTEM OF THE  
GOVERNMENT OF THE COMMONWEALTH OF  
PUERTO RICO,  
Debtors.

**CONSENT URGENT MOTION OF CLAIMANTS FOR LEAVE  
TO EXCEED PAGE LIMIT FOR REPLY IN SUPPORT OF THEIR MOTION FOR  
JUDGMENT ON THE PLEADINGS PURSUANT TO FED. R. CIV. P. 12(c)**

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<sup>1</sup> The Debtors in these Title III cases, along with each Debtor's respective Title III case number and the last four (4) digits of each Debtor's federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (the "Commonwealth") (Bankruptcy Case No. 17 BK 3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation ("COFINA") (Bankruptcy Case No. 17 BK 3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority ("HTA") (Bankruptcy Case No. 17 BK 3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico ("ERS") (Bankruptcy Case No. 17 BK 3566-LTS) (Last Four Digits of Federal Tax ID: 9686); (v) Puerto Rico Electric Power Authority ("PREPA") (Bankruptcy Case No. 17 BK 4780-LTS) (Last Four Digits of Federal Tax ID: 3747); and (vi) Puerto Rico Public Buildings Authority ("PBA") (Bankruptcy Case No. 19 BK 5523-LTS) (Last Four Digits of Federal Tax ID: 3801) (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations).

To the Honorable United States District Court Judge Laura Taylor Swain:

Certain groups of beneficial holders of bonds issued by the Employees Retirement System of the Government of the Commonwealth of Puerto Rico (“ERS”) represented by Jones Day and White & Case LLP (the “ERS Bondholder Groups”), and The Bank of New York Mellon, as Fiscal Agent for the ERS bonds (the “Fiscal Agent” and, together with the ERS Bondholder Groups, the “Claimants”) hereby respectfully submit this *Consent Urgent Motion of Claimants for Leave to Exceed Page Limit for Reply in Support of Their Motion for Judgment on the Pleadings Pursuant to Fed. R. Civ. P. 12(c)* (the “Urgent Motion”). By this Urgent Motion, Claimants seek entry of an order, substantially in the form of Exhibit A, granting Claimants leave to file a joint reply of up to thirty pages in support of their motion for judgment on the pleadings, and in response to opposition briefs submitted by the Financial Oversight Management Board for Puerto Rico (“Oversight Board”), the Official Committee of Retired Employees of the Commonwealth of Puerto Rico (the “Retiree Committee”), and the Official Committee of Unsecured Creditors (“Creditors Committee,” and, together with the Oversight Board and the Retiree Committee, the “Objectors”). In support of this Urgent Motion, Claimants respectfully state as follows:

### **JURISDICTION AND VENUE**

1. The Court has subject matter jurisdiction pursuant to PROMESA §§ 106(a) and 306(a)(2) because this contested matter arises under PROMESA Title III and is related to the Title III cases of the Commonwealth and ERS.

2. Venue is appropriate in this District pursuant to PROMESA §§ 106(a) and 307, and 28 U.S.C. § 1391.

### **BACKGROUND**

3. Paragraph I.E of the *Thirteenth Amended Notice, Case Management and Administrative Procedures* provides that “[u]nless prior permission has been granted . . . memoranda of law in support of Replies are limited to fifteen (15) pages.” ECF 13512 in Case No. 17-3283, at ¶ 1.E (“Case Management Procedures”).

4. On March 18, 2020, the Court entered an order establishing a schedule for litigation regarding proofs of claim and motions for allowance of administrative expense claims submitted by Claimants. ECF 12446 in Case No. 17-3283 (as amended by ECF 12901 in Case No. 17-3283) (the “Scheduling Order”). Among other things, the Scheduling Order established a briefing schedule for Rule 12(c) motions that were expected to be filed by the Claimants. Pursuant to this schedule (as subsequently amended), any such 12(c) motions were due on June 10, 2020, and Objectors’ opposition briefs were due on July 8, 2020.

5. On June 10, 2020, the Claimants filed a motion for judgment on the pleadings pursuant to Fed. R. Civ. P. 12(c), ECF No. 13400 in Case No. 17-3283. Subsequently, the Retiree Committee filed an objection to the motion for judgment on the pleadings, ECF No. 13586 in Case No. 17-3283; the Oversight Board filed an opposition to the motion for judgment on the pleadings, ECF No. 13590 in Case No. 17-3283; and the Creditors Committee filed a limited joinder to the Oversight Board’s opposition, ECF No. 13592 in Case No. 17-3283 (collectively, the “Oppositions”).

6. Although each of the members of the ERS Bondholder Groups and the Fiscal Agent could file an individual response to the Oppositions to the Judgment of the Pleadings, the ERS Bondholder Groups and the Fiscal Agent have collaborated to produce a joint omnibus reply brief from all Claimants.

7. Claimants have been working diligently to ensure that the reply brief is as concise as possible. However, given the need to respond to multiple opposition briefs filed by the Objectors and to present the arguments of multiple parties on Claimants' side, Claimants require leave to exceed the fifteen page limit set forth in the Case Management Procedures and to file a brief that can collectively address the arguments made in the Oppositions.

#### **RELIEF REQUESTED**

8. Claimants therefore respectfully request leave to exceed the fifteen page limit set by the Case Management Procedures, and to file a joint reply brief of not more than thirty pages (excluding the cover page, table of contents, table of authorities, signature pages, exhibits, and certificate of service).

9. Claimants have conferred with counsel for the Objectors, and all consent to the relief sought herein.

#### **CERTIFICATION**

10. Pursuant to Section I.H of the Case Management Procedures, undersigned counsel certifies that it engaged in reasonable, good faith communication with counsel to parties that may object. As required by Local Bankruptcy Rule 9013-1(a)(2), the undersigned counsel certify that counsel has carefully examined the matter and concluded that there is a true need for expedited consideration of the Urgent Motion, and that the undersigned counsel have not created the urgency through lack of due diligence on their part.

11. The Objectors consent to the relief sought by this Urgent Motion.

#### **NO PRIOR REQUEST**

12. No prior request for the relief sought herein has been made to this or any other court.

In San Juan, Puerto Rico, today August 4, 2020.

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